

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus (the "Prospectus") constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

## PROSPECTUS

Initial Public Offering

DATED: December 19, 2011

# ZURI CAPITAL CORP.

(a Capital Pool Company)

Suite 1450 – 409 Granville Street,  
Vancouver, British Columbia V6C 1T2  
Telephone: (604) 642-0115 Fax: (604) 642-0116

**\$200,000**

**2,000,000 Common Shares**

**Price: \$0.10 per Share**

Zuri Capital Corp. ("we", "us", "our", the "Corporation") offers through its agent, Foster & Associates Financial Services Inc. (the "Agent"), 2,000,000 common shares of the Corporation ("Common Shares") to the public at a price of \$0.10 per Common Share (the "Offering"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, in accordance with Exchange Policy 2.4 ("CPC Policy"). The Corporation is a Capital Pool Company ("CPC"), as hereinafter defined. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction.

	Number of Common Shares	Price to Public	Agent's Commission <sup>1</sup>	Net Proceeds to the Corporation <sup>2</sup>
Per Common Share	1	\$0.10	\$0.01	\$0.09
Total Offering <sup>3</sup>	2,000,000	\$200,000	\$20,000	\$180,000

1. The Agent will receive a total commission (the "Agent's Commission") equal to 10% of the gross proceeds of this Offering, payable in cash. The Agent will also be granted non-transferable options (the "Agent's Options") to acquire 200,000 Common Shares at an exercise price of \$0.10 per Common Share, exercisable for a period ending 24 months from the date of the Closing. The Corporation will reimburse the Agent for all reasonable expenses incurred in connection with this Offering, including legal fees plus taxes and disbursements towards which a retainer of \$5,600 has been paid. The Corporation will also pay the Agent a corporate finance fee of \$10,000 plus HST, of which \$5,600 has already been paid. See "Plan of Distribution".
2. Before deducting the costs of this issue estimated at \$60,000 (exclusive of the Agent's Commission) which includes listing fees of \$15,000, audit fees of \$10,000, legal fees of \$10,000 and Agent's corporate finance fees and legal fees of \$10,000 and other expenses of the Corporation, the Agent's expenses and legal fees, and the listing fee payable to the Exchange and filing fees payable to the Commissions. See "Use of Proceeds".
3. A total of 2,000,000 Common Shares are offered by this Prospectus, not including the Agent's Options and incentive stock options (the "Incentive Stock Options") granted to the directors and officers of the Corporation to purchase, in aggregate, 400,000 Common Shares at a price of \$0.10 per share, exercisable for a period of 5 years from the date of

the grant. In addition, this Prospectus qualifies for distribution the grant of the Agent's Option and the Incentive Stock Options granted to our directors and officers. See "*Plan of Distribution*" and Options to Purchase Securities.

4. The latest date that the distribution is to remain open as may be permitted by securities legislation is the earlier of 90 days after the date of issuance of a receipt for the final prospectus by the Executive Director of the British Columbia Securities Commission (the "**Securities Regulatory Authority**") and 12 months from the date of issuance of a receipt for the Prospectus by the Securities Regulatory Authority.

The Offering is made on behalf of the Corporation by its Agent on a commercially reasonable efforts basis for total gross proceeds to the Corporation of \$200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the agency agreement (the "**Agency Agreement**"). If the subscription is not raised within 90 days of the issuance of a receipt for this Prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. market place or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the Plus Markets operating by the Plus Market Group plc.

Other than the initial distribution of Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the grant of Incentive Stock Options to our directors and officers, trading in all of our securities is prohibited during the period between the date a receipt for the Prospectus is issued by the applicable securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

**INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE DUE TO THE NATURE OF THE CORPORATION'S BUSINESS AND ITS PRESENT STAGE OF DEVELOPMENT. THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE PREPARED TO RISK THE LOSS OF THEIR ENTIRE INVESTMENT. SEE "*RISK FACTORS*".**

**THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL THE SECURITIES PURCHASED UNDER THIS PROSPECTUS. THIS MAY AFFECT THE PRICING OF THE SECURITIES IN THE SECONDARY MARKET, IF THE TRANSPARENCY AND AVAILABILITY OF TRADING PRICES, THE LIQUIDITY OF THE SECURITIES AND THE EXTENT OF ISSUER REGULATION. SEE "*RISK FACTORS*".**

**UPON COMPLETION OF THIS OFFERING, PURCHASERS WILL SUFFER AN IMMEDIATE DILUTION (BASED ON THE GROSS PROCEEDS FROM THIS AND PRIOR ISSUES WITHOUT DEDUCTION OF SELLING AND RELATED EXPENSES) PER COMMONSHARE OF \$0.025 OR 25%.**

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, the Majority of the Minority Approval, as hereinafter defined; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction.

The Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of application securities laws of

Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue a cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares could result in the cancellation of 50% of the Common Shares of the Corporation owned by insiders issued prior to this Offering.

Investors must rely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 2,000,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 50% (undiluted) of the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Dilution*", "*Business of the Corporation*", "*Directors, Officers and Promoters*", "*Use of Proceeds*" and "*Risk Factors*".

**NO PERSON IS AUTHORIZED BY THE CORPORATION TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES PURSUANT TO THIS PROSPECTUS.**

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 40,000 of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 80,000 of the total number of Common Shares offered under this prospectus. Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non Arm Length Parties to the Corporation.

Common Shares are offered, subject to prior sale, if, as, and when issued and in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Maitland & Company Vancouver, British Columbia, on behalf of the Corporation, and by Irwin Lowy LLP, Toronto, Ontario on behalf of the Agent.

The Corporation is not a related or connected issuer (as such terms are defined in National Instrument 33-105 Underwriting Conflicts) to the Agent. See "*Relationship between the Corporation and the Agent*".

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

**AGENT:**

**FOSTER & ASSOCIATES FINANCIAL SERVICES INC.**

**Suite 1100, 372 Bay Street  
Toronto, Ontario M5H 2W9  
Telephone: (416) 369-1980  
1-800-559-8853**

## Table of Contents

GLOSSARY .....	i
PROSPECTUS SUMMARY .....	1
THE CORPORATION .....	3
BUSINESS OF THE CORPORATION .....	3
Funds Raised and Preliminary Expenses .....	3
Proposed Operations until Completion of a Qualifying Transaction .....	3
Method of Financing .....	3
Criteria for a Qualifying Transaction .....	3
Process of Identification of a Qualifying Transaction .....	4
Filings and Shareholder Approval of the Qualifying Transaction .....	4
Initial Listing Requirements .....	4
Trading Halts, Suspension and Delisting .....	5
Refusal of Qualifying Transaction .....	5
USE OF PROCEEDS .....	6
Proceeds and Principal Purposes .....	6
Permitted Use of Funds .....	7
Restrictions on Use of Proceeds .....	8
Private Placements for Cash .....	8
Prohibited Payments to Non-Arm's Length Parties .....	8
PLAN OF DISTRIBUTION .....	9
Agent and Agent's Compensation .....	9
Commercially Reasonable Efforts Offering and Minimum Distribution .....	9
Determination of Price .....	9
Listing Application .....	9
Restrictions on the Agent .....	10
Restrictions on Trading .....	10
DESCRIPTION OF THE SECURITIES DISTRIBUTED .....	10
CAPITALIZATION .....	10
OPTIONS TO PURCHASE SECURITIES .....	11
PRIOR SALES .....	12
Escrowed Securities Prior to the Completion of the Qualifying Transaction .....	12
Escrowed Securities on Qualifying Transaction .....	13
Escrowed Securities on Private Placement .....	14
PRINCIPAL SHAREHOLDERS .....	14
Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers .....	15
Aggregate Ownership of Securities .....	18
Audit Committee .....	18
Other Reporting Issuers Experience .....	18

Corporate Cease Trade Orders or Bankruptcies .....	19
Penalties or Sanctions.....	19
Personal Bankruptcies .....	19
Conflicts of Interest .....	19
EXECUTIVE COMPENSATION.....	20
PROMOTERS .....	20
DILUTION.....	20
RISK FACTORS .....	21
DIVIDEND RECORD AND POLICY.....	22
LEGAL PROCEEDINGS.....	22
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT .....	22
RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS .....	22
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS .....	22
OTHER MATERIAL FACTS .....	23
AUDITORS.....	23
REGISTRAR AND TRANSFER AGENT.....	23
MATERIAL CONTRACTS.....	23
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	23
FINANCIAL STATEMENTS.....	24
AUDITOR'S CONSENT .....	1

## GLOSSARY

---

In this Prospectus, the following terms have the meanings set forth below unless otherwise indicated:

“**Affiliate**” means a company that is affiliated with another company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A company is “controlled” by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated December 19, 2011 between us and the Agent.

“**Agent**” means Foster & Associates Financial Services Inc.

“**Agent’s Options**” means the non-transferable options to be granted by us to the Agent entitling the Agent to acquire up to 200,000 Shares, calculated as 10% of the number of Shares sold pursuant to the Offering, at an exercise price of \$0.10 per Share, expiring 24 months from the Listing Date.

“**Agent’s Commission**” means commission fees to the Agent totaling 10% of the gross proceeds of the Offering, payable in cash.

“**Aggregate Pro Group**” means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with us to provide financing sponsorship and other advisory services.

“**Agreement in Principle**” means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

in respect of which there are no material conditions to Closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm’s Length Parties to the CPC or the Non-Arm’s Length Parties to the Qualifying Transaction.

“**Associate**” when used to indicate a relationship with a Person, means:

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;
- (b) any partner of the Person;

- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual, a relative of that Person, including,
  - (i) that Person's spouse or child, or
  - (ii) any relative of that Person or of his or her spouse, who has the same residence as that Person,

but where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange's Rule Book with respect to that Member firm, Member corporation or holding company.

"**BCSC**" means the British Columbia Securities Commission;

"**Closing**" means completion of the Offering.

"**Common Shares**" or "**Shares**" means the common shares in our capital.

"**company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Completion of the Qualifying Transaction**" means the date a Final Exchange Bulletin is issued by the Exchange with respect to a Qualifying Transaction.

"**Control Person**" means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

"**Corporation**" "**we**", "**us**" and "**our**" means Zuri Capital Corp., a corporation incorporated under the laws of the Province of British Columbia.

"**CPC**" means a Capital Pool Company, being a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which a Final Exchange Bulletin has not yet been issued.

"**CPC Policy**" means Policy 2.4 of the Exchange's Policies.

"**Escrow Agreement**" means the escrow agreement dated May 2, 2011, among us, the Trustee and our founding shareholders.

"**Exchange**" or "**TSX.V**" means the TSX Venture Exchange Inc.

"**Exchange Policies**" mean the rules and policies of the Exchange, applicable to companies listed on the Exchange, as set forth in the Exchange's Corporate Finance Manual.

"**Final Exchange Bulletin**" means the Exchange bulletin that is issued following closing of a Qualifying Transaction and the submission of all required documentation that evidences the final Exchange acceptance of the Qualifying Transaction.

"**Initial Listing Requirements**" means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

**“Incentive Stock Options”** granted to the directors and officers of the Corporation to purchase, in aggregate, 400,000 Common Shares at a price of \$0.10 per share, exercisable for a period of 5 years from the date of the grant.

**“Insider”** if used in relation to an Issuer, means:

- (a) a director or a senior officer of the Issuer;
- (b) a director or a senior officer of a company that is an insider or a subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all the outstanding voting securities of an Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

**“IPO”** means an initial public offering.

**“Issuer”** means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

**“Listing Date”** means the day our Common Shares are first listed on the Exchange.

**“Majority of the Minority Approval”** means the approval of a Non-Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

- (a) Non-Arm’s Length Parties to the CPC;
- (b) Non-Arm’s Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
  - (i) if the CPC holds its own shares, the CPC, and
  - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

at a properly constituted meeting of the shareholders of the CPC.

**“Member”** means a Person who has executed the Members’ Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

**“Members’ Agreement”** means the members’ agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements.

**“NEX”** means the market on which former Exchange and TSXV Issuers that do not meet the Exchange’s ongoing listing standards for Tier 2 Issuers may continue to trade.

**“Non-Arm’s Length Party”** means in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons and in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

**“Non-Arm’s Length Parties to the Qualifying Transaction”** means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm’s Length Parties of the Vendor(s), the Non-Arm’s Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

**“Non-Arm’s Length Qualifying Transaction”** means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.



“**Offering**” means the offering of 2,000,000 Shares at the Offering Price, by this Prospectus and the Agency Agreement.

“**Offering Jurisdiction**” means the provinces of British Columbia, Alberta and Ontario.

“**Offering Price**” means the price at which our Shares are offered hereunder, being \$0.10 per Share.

“**Person**” means a company or individual.

“**Principal**” means, with respect to an Issuer:

- (a) a Person or its Associates or Affiliates, who acted as a Promoter of the Issuer within two years before its IPO prospectus or the Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of its IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder - a Person that:
  - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
  - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities in both the holder’s securities and the total securities outstanding are included. A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals’ securities of the entity and the total securities of the entity outstanding are included.) Any securities of the Issuer that this entity holds will be subject to escrow requirements. A Principal’s spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the Issuer they hold will be subject to escrow requirements.

“**Pro Group**” includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person in the Pro Group where it determines that the Person is not acting at arm’s length of the Member or exclude at its discretion any Person where it determines that the Person is acting at arm’s length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the “Pro Group” in Exchange Policy 1.1 “*Interpretation*”.

“**Promoter**” has the meaning specified in section l(1) of the *Securities Act* (British Columbia).

“**Prospectus**” means this prospectus prepared by the Corporation for purposes of the Offering.

“**Qualifying Transaction**” means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

“**Related Party Transaction**” has the meaning ascribed to that term under Exchange Policies and Multilateral Instrument 61-101– *Protection of Minority Shareholders in Special Transactions*, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

“**Resulting Issuer**” means the Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

“**Reporting Issuer**” means an issuer that has filed a prospectus in respect of which the executive director of the BCSC has issued a receipt under the *Securities Act* (British Columbia).

“**SEDAR**” means System for Electronic Document Analysis and Retrieval.

“**Seed Shares**” mean securities issued before an Issuer’s IPO, or by a private Target Company before a reverse takeover, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

“**Significant Assets**” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions would result in the CPC meeting the Initial Listing Requirements.

“**Sponsor**” means the Member that meets the criteria specified by the Exchange Policy 2.2 - *Sponsorship and Sponsorship Requirements*, which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange Policies.

“**Target Company**” means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.

“**Transfer Agent**” or “**Trustee**” means Computershare Trust Company of Canada.

“**TSX**” means The Toronto Stock Exchange.

“**Vendor**” or “**Vendors**” means one or all of the beneficial owners of the Significant Assets (other than a Target Company(ies)).

## PROSPECTUS SUMMARY

*The following is a summary of the principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.*

- The Corporation:** Zuri Capital Corp.
- Business of the Corporation:** Our principal business will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. As of the date hereof, we have not commenced the process of identifying potential acquisitions; have not commenced commercial operations; have not yet identified a business or assets for a potential Qualifying Transaction; and have no assets other than a minimum amount of cash. Furthermore, we have not entered into an Agreement in Principle. See “*Business of the Corporation*”.
- Offering:** 2,000,000 Common Shares are being offered and qualified under this prospectus at a price of \$0.10 per Common Share for gross proceeds of \$200,000. In addition, the Corporation has granted the Agent’s Options to the Agent to purchase up to 200,000 Common Shares a price of \$0.10 per Common Share for a period of 24 months from the date of the Closing, which will be qualified for distribution under this Prospectus. In addition, the Corporation has granted Incentive Stock Options to the Directors of the Company to purchase up to 400,000 Common Shares a price of \$0.10 per Common Share for a period of 5 years from the date of Closing, which will be qualified for distribution under this Prospectus. See “*Plan of Distribution*” and “*Options to Purchase Securities*”.
- Agent’s Commissions:** We will pay to the Agent’s Commission equaling to 10% of the gross proceeds of the Offering and a corporate finance fee of \$10,000 plus HST. We will reimburse the Agent for its expenses, including legal expenses, disbursements and taxes, as incurred; and will grant the Agent’s Options to the Agent and any sub-agents. The Agent’s Options are qualified under this Prospectus. See “*Plan of Distribution*”.
- Use of Proceeds:** The total funds available to us, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately \$280,000. The total available funds will provide us with funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction, as well as to pay estimated general and administrative costs until the Completion of the Qualifying Transaction. We may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$90,000, representing 30% of the gross proceeds realized by us from the sale of all Shares may be used for purposes other than evaluating business or assets. See “*Use of Proceeds*”.
- Directors and Management:** Mike Gillis, CEO and Director  
Iqbal Boga, CFO, Corporate Secretary and Director  
Steve Smith, Director  
Zachery Dingsdale, Director  
Mark Fekete, Director  
Kenneth MacLeod, Director
- Escrowed Securities:** The 2,000,000 Common Shares issued prior to this Offering at less than \$0.10 per Share have been deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “*Escrowed Securities*”.

**Risk Factors:**

Investment in our Shares must be regarded as highly speculative due to the proposed nature of our business and our present stage of development. We were only recently incorporated and have no active business or assets other than cash. We do not have a history of earnings, nor have we paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on our directors and management and can afford to risk the loss of their entire investment. Our directors and officers will only devote part of their time and attention to our affairs and there are potential conflicts of interest to which some of our directors and officers will be subject in connection with our operations. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction for selling commissions or related expenses) per Common Share of \$0.025 or 25%. There can be no assurance that an active and liquid market for our Shares will develop, and an investor may find it difficult to resell the Shares. Until Completion of the Qualifying Transaction, we will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. We have only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that we will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to affect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce judgments against such persons or companies obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "*Business of the Corporation - Method of Financing*", "*Directors, Officers and Promoter*", "*Capitalization*", "*Dilution*", "*Risk Factors*" and "*Conflicts of Interest*".

## THE CORPORATION

We were incorporated on May 2, 2011 by Certificate and Articles of Incorporation pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “Zuri Capital Corp.”

Our head office is located at Suite 1450- 409 Granville Street, Vancouver, BC, V6C 1T2. Our registered office is located at Suite 700 –625 Howe Street, Vancouver, BC, V6C 2T6. We do not have any subsidiaries.

## BUSINESS OF THE CORPORATION

To date, the Corporation has not conducted material operations of any kind and does not own any assets, other than cash and has not entered into an Agreement in Principle.

### Funds Raised and Preliminary Expenses

As of the date hereof, we have raised a total of \$100,000 through the sale of 2,000,000 Common Shares at \$0.05 per Share to our directors and officers. To date, we have paid an advance of \$11,200 for the Agent’s corporate finance fee and the Agent legal fees paid \$5,000 to the Exchange as application fee, and have incurred approximately \$12,700 in legal costs. Our current working capital (approximately \$63,000), in conjunction with the proceeds of this Offering, will be used to pay the remaining costs related to this Prospectus offering estimated at \$31,000 in respect of our legal and audit fees, expenses of the Agent, including legal fees plus disbursements and taxes, the remaining fees of the Exchange related to our listing application, fees of securities regulatory authorities related to filing of this Prospectus, and other matters related to the Offering (not including the Agent’s Commission). See “*Use of Proceeds*”.

### Proposed Operations until Completion of a Qualifying Transaction

We propose to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm’s Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. We have not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. We currently intend to pursue a Qualifying Transaction in either the mineral resource or energy industries but there is no assurance that either sector will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

Until Completion of the Qualifying Transaction, we will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under “Private Placements for Cash”, and “Restrictions on Use of Proceeds”, the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although we have commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, we have not yet entered into an Agreement in Principle. We have not commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction.

### Method of Financing

We may use cash, bank financing, the issuance of treasury shares, private or public debt or equity financing or a combination of these for the purpose of financing our proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of treasury shares could result in a change of control of the Corporation and may cause our shareholders’ interest in the Corporation to be further diluted.**

### Criteria for a Qualifying Transaction

We will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as

permitted by the CPC Policy. Our board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of our directors. Our board of directors must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to our best interests and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Process of Identification of a Qualifying Transaction**

We propose to identify acquisitions of assets or businesses through discussions with various business associates and contacts of our directors. Once a prospective acquisition target has been identified and evaluated, we will proceed to negotiate the terms of an Agreement in Principle.

### **Filings and Shareholder Approval of the Qualifying Transaction**

Upon our reaching an Agreement in Principle, we must issue a comprehensive news release, at which time the Exchange generally will halt trading in our Shares until the filing requirements of the Exchange have been satisfied as set forth under “Trading Halts, Suspension and Delisting” below. Within 75 days after issuance of such news release, we will be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non-Arm’s Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non-Arm’s Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 and 3B2, as the case may be, of the Exchange. Upon its acceptance by the Exchange, we must then either:

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of shareholders.

Unless waived by the Exchange, we will also be required to retain a Sponsor, who must be a Member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with Exchange Policies. We will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) in the case of a Non-Arm’s Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply to us, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding us from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

### **Initial Listing Requirements**

The Resulting Issuer must satisfy the Exchange’s Initial Listing Requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Exchange Policies.

### **Trading Halts, Suspension and Delisting**

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations for all individuals who may be directors, officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable must be completed before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate the halt in trading of the Common Shares for public policy reasons including:

- (a) the unacceptable nature of the business of the Resulting Issuer, or
- (b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, completion of the Qualifying Transaction are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where we fail to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if we fail to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist our Common Shares where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the Listing Date. In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, we shall wind up and shall make a pro rata distribution of our remaining assets to our shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with us or our remaining assets in some other manner. See "*Filings and Shareholder Approval of the Qualifying Transaction*".

If we do not complete a Qualifying Transaction within 24 months after the Listing Date, we may apply for listing on the NEX rather than be delisted. In order to be eligible to list on NEX, we must:

- (a) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties to the Corporation; and
- (b) either:
  - (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange; or
  - (ii) subject to majority shareholder approval, cancel an amount of the escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering Price.

If we become listed on NEX, we must continue to comply with all requirements and restrictions of the CPC Policy.

### **Refusal of Qualifying Transaction**

The Exchange, in its sole discretion, may not accept a Qualifying Transaction where:

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
  - (i) a Member firm of the Exchange;
  - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

- (iii) associates of any such person, collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a finance company, financial institution, finance issuer, or mutual fund, as defined in applicable securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

## USE OF PROCEEDS

### Proceeds and Principal Purposes

The gross proceeds to be received by us from the sale of the Shares distributed under this Prospectus will be \$200,000 (net \$180,000 after the Agent's Commission). The gross proceeds received by us from the sale of 2,000,000 Common Shares prior to the date of this Prospectus were \$100,000. Approximately \$29,000 in expenses have been paid to date with respect to certain fees of the Exchange related to its listing application, fees of securities regulatory authorities related to filing of this Prospectus, and other matters related to the Offering. We expect to incur approximately \$60,000 in expenses pertaining to our incorporation and the costs of the Offering prior to Closing. We estimate that \$220,000 will be available to us upon completion of the Offering.

The following indicates the principal uses to which we propose to use the total funds available to us upon Closing:

Cash proceeds prior to the Offering <sup>1</sup>	\$100,000
Cash proceeds to be raised under the Offering <sup>2</sup>	200,000
<b>Total cash available</b>	<b>\$300,000</b>
Agent's Commission	(20,000)
Expenses and costs relating to the Offering (including listing fees, Agent's fees, legal fees, audit fees and expenses) <sup>3</sup>	(60,000)
<b>Estimated funds available (on completion of the Offering)</b>	<b>\$220,000</b>
Funds available for identifying and evaluating assets or business projects <sup>4</sup>	\$190,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction <sup>5</sup>	\$30,000
<b>Total net proceeds</b>	<b>\$220,000</b>

1. See "Prior Sales". This figure also includes interest income received.
2. If the Agent exercises the Agent's Options there will be available to us up to an additional \$20,000, which will be added to our working capital. There is no assurance that the Agent's Options will be exercised. In addition, if the Incentive Stock Options are exercised, there will be available to us up to an additional \$40,000, which will be added to our working capital. There is no assurance that these Incentive Stock Options will be exercised.
3. Estimated expenses relating to the Offering include listing fees of \$15,000, Audit fees of \$10,000, legal fees of \$10,000 and Agent corporate finance fees and legal fees of \$10,000 and other costs.



4. If we enter into an Agreement in Principle prior to spending all \$190,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
5. The maximum amount that may be used for purposes other than identifying and evaluating assets or business projects (as described under “Permitted Use of funds” below), which includes expenses and costs relating to the Offering and organization of the Corporation, is 30% of the aggregate amount raised, or \$90,000. See “*Restrictions on Use of Proceeds*”. Should additional funds be needed for general and administrative expenses in the future, we will use funds from the exercise of Agent’s Options, Incentive Stock Options, or private placement proceeds. However, there can be no assurance such additional funds will be available.

Until required for our purposes, the net proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to further identify and evaluate and/or finance any acquisition to which the Corporation may commit.

### **Permitted Use of Funds**

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in “*Restrictions on Use of Proceeds*”, “*Private Placement for Cash*” and “*Prohibited Payments to Non-Arm’s Length Parties*”, the gross proceeds realized from the sale of all securities issued by us will be used by us only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction. These types of expenses can include:

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- Agent’s fees, costs and commissions,

relating to the identification and evaluation of assets or businesses, and in the case of a Non-Arm’s Length Qualifying Transaction, the obtaining of shareholder approval for the Corporation’s proposed Qualifying Transaction.

A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by us to a Vendor or Target Company, as the case may be, for a proposed arm’s length Qualifying Transaction, provided that:

- (a) the Qualifying Transaction has been publicly announced at least 15 days prior to the date of such advance;
- (b) due diligence with respect to the Qualifying Transaction is well underway; and
- (c) either a Sponsor has been engaged or sponsorship has been waived.

### **Restrictions on Use of Proceeds**

Until Completion of the Qualifying Transaction, up to 30% of the gross proceeds from the sale of all securities issued by us (to a maximum \$90,000) can be used for purposes other than those described above. For greater certainty, expenditures which are not included as “*Permitted Use of Funds*”, listed above, include:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this Prospectus; and
- (c) administrative and general expenses of the Corporation, including:
  - (i) office supplies, office rent and related utilities;
  - (ii) printing costs (including the printing of this Prospectus and share certificates);
  - (iii) equipment leases; and
  - (iv) fees for legal advice and audit expenses, other than those described above under “*Permitted Use of Funds*”.

No proceeds will be used to acquire or lease a vehicle.

### **Private Placements for Cash**

After the Closing of the Offering and until the Completion of the Qualifying Transaction, we will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm’s Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

### **Prohibited Payments to Non-Arm’s Length Parties**

Except as described under “*Options to Purchase Securities*” and “*Restrictions on Use of Proceeds*”, we have not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm’s Length Party to the Corporation or a Non-Arm’s Length Party to the Qualifying Transaction, or to a Person engaged in investor relations activities, by any means, including:

- (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors’ fees, finders’ fees, loans, advances and bonuses, and
- (b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, we may reimburse a Non-Arm’s Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a Promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of our outstanding Common Shares). We may also reimburse a Non-Arm’s Length Party to the Corporation for reasonable out-of-pocket-expenses incurred in pursuing our business described in “*Permitted Use of Funds*”.

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non-Arm's Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

## **PLAN OF DISTRIBUTION**

### **Agent and Agent's Compensation**

Pursuant to the Agency Agreement, we have appointed the Agent as our agent to offer for sale on a commercially reasonable efforts basis to the public, 2,000,000 Shares as provided in this Prospectus, at a price of \$0.10 per Share for gross proceeds of \$200,000 in each of the Offering Jurisdictions, subject to the terms and conditions in the Agency Agreement. The Agent will receive Agent's Commission of 10% of the aggregate gross proceeds from the sale of the Shares, being an amount equal to \$20,000. In addition, we have agreed to pay: (i) a corporate finance fee of \$10,000 plus HST, and (ii) the Agent's legal fees and other expenses.

In addition, we have agreed to grant to the Agent the Agent's Options, entitling the Agent to acquire Common Shares at a price of \$0.10 per Share, calculated as 10% of the number of Shares sold under the Offering, (200,000 Agent's Options) which may be exercised for a period of 24 months following the Listing Date. The Agent's Options are qualified under this Prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Options may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered hereunder on our behalf and may make co-brokerage arrangements with other investment dealers at no additional cost to us. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

### **Commercially Reasonable Efforts Offering and Minimum Distribution**

The total Offering is for 2,000,000 Shares at a price of \$0.10 per Common Share. Under the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 40,000 Shares (\$4,000). In addition, the maximum number of Shares that may directly or indirectly be purchased by that purchaser, together with any Associates of Affiliates of that purchaser, is 4% of the total number of Shares under the Offering, or 80,000 Shares (\$8,000). The total subscription must be completed within 90 days of the date a receipt for this Prospectus is issued, or such other time as may be consented to by the Agent and all Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, we must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

### **Determination of Price**

The Offering Price of the Common Shares hereunder was determined by us in negotiations with the Agent.

### **Listing Application**

The Exchange has conditionally accepted the listing of the Common Shares, on the Exchange. Listing is subject to the Corporation fulfilling all of the listing requirements of the Exchange.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on The Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange of The Plus Markets operated by The Plus Markets Group PLC.

### Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this Prospectus will be held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the maximum aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2“*Filing Requirements and Continuous Disclosure*”.

The Agent has advised us that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for any of our Common Shares.

### Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent’s Options and the grant of Incentive Stock Options to any of our directors, officers and technical consultants, none of our securities will be permitted to be issued during the period between the date a receipt for the Prospectus is issued by the securities regulatory authorities and the Listing Date, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

## DESCRIPTION OF THE SECURITIES DISTRIBUTED

### Common Shares

We are authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 2,000,000 Shares issued and outstanding as fully paid and non-assessable. In addition, 2,000,000 Common Shares are reserved for issuance under this Prospectus, 200,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent’s Options, and 400,000 Common Shares are reserved for issuance pursuant to the Incentive Stock Options granted to our directors and officers. See “*Plan of Distribution*” and “*Options to Purchase Securities*”.

The holders of Common Shares are entitled to dividends, if, as and when declared by our board of directors, to one vote per Share at meetings of our shareholders and, upon dissolution, to share equally in such of our assets as are distributable to the holders of Common Shares. All Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

### CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at October 31, 2011 <sup>1</sup>	Amount Outstanding as at the date hereof	Amount to be Outstanding after giving effect to the Offering <sup>2,3</sup>
Common Shares	Unlimited	\$100,000 (2,000,000 Shares) <sup>4</sup>	\$100,000 (2,000,000 Shares) <sup>4</sup>	\$300,000 (4,000,000Shares)

- As at October 31, 2011, being the date of our most recent balance sheet contained in this prospectus, and as of the date hereof, we have not commenced commercial operations.
- We have reserved an aggregate of 200,000 Shares for issuance upon the exercise of the Agent’s Options at an exercise price of \$0.10 per Share that expire 24 months from the Listing Date pursuant to the Agent’s Options. See “*Plan of Distribution*”. We have also reserved a total of 400,000 Shares for issuance upon exercise of Incentive Stock Options granted to our

directors, officers and employees at a price of \$0.10 per Share. The Incentive Stock Options have a five year term. See “*Options to Purchase Securities*”.

3. Based on gross proceeds under the Offering of \$200,000 and before deducting the Agent’s Commission of \$20,000 and fees and other expenses and costs of the Offering, estimated at \$60,000. See “*Use of Proceeds*”.
4. Representing 2,000,000 Shares issued to management at \$0.05 per Share (\$100,000), all of which are subject to escrow restrictions. See “*Escrowed Securities*”.

### OPTIONS TO PURCHASE SECURITIES

We have adopted an incentive stock option plan (the “**Option Plan**”), which provides that our board of directors may from time to time, in its discretion, and in accordance with Exchange Policies, grant to our directors, officers and technical consultants, non-transferable options to purchase Common Shares (previously defined as “Incentive Stock Options”), provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares issued and outstanding from time to time, and provided that until completion of a Qualifying Transaction, not more than 500,000 may be granted in aggregate.

Such options will be exercisable for a period of up to five years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares, and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. The board of directors determines the price per Share and the number of Shares that may be granted to each director, officer and technical consultant and all other terms and conditions of the option, subject to Exchange Policies. While we are a CPC we are prohibited from granting options to any person providing investor relations activities, promotional, or market-making services. Incentive Stock Options may be exercised no later than 90 days following cessation of the optionee’s position with us, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. The exercise price of any options granted under the Option Plan shall not be less than the Offering Price or the closing price of our Common Shares on the day before the day on which the directors grant such options, less any discount permitted by the Exchange, subject to a minimum exercise price of \$0.10 per Common Share.

Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See “*Escrowed Securities*”.

Under the Option Plan, we granted the following Incentive Stock Options to our directors and officers as at the date of this prospectus. However, these Incentive Stock Options will not become effective until Closing:

Optionee	Position in the Company	Number of Common Shares Granted Under Option	Exercise Price per Common Share (\$)	Expiry Date
Mike Gillis	Director and CEO	80,000	0.10	Five years from Closing
Iqbal Boga	Director, CFO and Secretary	80,000	0.10	Five years from Closing
Steve Smith	Director	60,000	0.10	Five years from Closing
Zachery Dingsdale	Director	60,000	0.10	Five years from Closing
Mark Fekete	Director	60,000	0.10	Five years from Closing
Kenneth MacLeod	Director	60,000	0.10	Five years from Closing
<b>Total</b>		400,000 <sup>1</sup>		

1. For the purpose of the number of Common Shares reserved under the Option Plan and the number of Incentive Stock Options granted to our directors and officers, we have taken into account the 2,000,000 Common Shares offered under this Prospectus. The Incentive Stock Options to purchase, in aggregate, 400,000 Shares issued to the directors and officers are qualified under this Prospectus.

**PRIOR SALES**

Since the date of incorporation of the Corporation, 2,000,000 Common Shares have been issued as follows:

<b>Date</b>	<b>Number of Common Shares<sup>1,2</sup></b>	<b>Price per Share (\$)</b>	<b>Aggregate Issue Price (\$)</b>	<b>Nature of Consideration Received</b>
May 2, 2011	2,000,000	0.05	100,000	Cash

1. None of our Common Shares have been sold to members of the Aggregate Pro Group.
2. These Shares were issued to our directors and officers and are subject to escrow restrictions. See “*Escrowed Securities*”.

**ESCROWED SECURITIES****Escrowed Securities Prior to the Completion of the Qualifying Transaction**

The 2,000,000 Shares issued prior to this Offering at a price below \$0.10 per Share, and all Shares that may be acquired by Non-Arm’s Length Parties to the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction, will be deposited with the Trustee under the Escrow Agreement.

All Shares acquired on exercise of stock options prior to the Completion of the Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Shares of the Corporation acquired in the secondary market prior to the Completion of the Qualifying Transaction by any person or company who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

Notwithstanding the foregoing, Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See “*Escrowed Securities on Private Placement*”.

All Common Shares acquired on exercise of the Incentive Stock Options prior to the completion of the Qualifying Transaction must be deposited in escrow until the Final Exchange Bulletin is issued.

The following table sets out, as at the date hereof, the number of our Common Shares which will be held in escrow:

<b>Name and Municipality of Residence of Shareholder</b>	<b>Common Shares Held</b>	<b>Number of Shares held in Escrow</b>	<b>Percentage of Shares Prior to Giving Effect to the Offering<sup>1</sup></b>	<b>Percentage of Shares after giving effect to the Offering<sup>2</sup></b>
Mike Gillis Vancouver, BC	200,000	200,000	10	5
Iqbal Boga Vancouver, BC	360,000	360,000	18	9
Steve Smith Richmond, BC	360,000	360,000	18	9
Zachery Dingsdale Cobourg, Ontario	360,000	360,000	18	9
Mark Fekete Val-D'Or, Quebec	360,000	360,000	18	9
Kenneth MacLeod West Vancouver, BC	360,000	360,000	18	9
<b>Totals:</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>100</b>	<b>50</b>

1. Based on 2,000,000 Shares outstanding.
2. Based on 4,000,000 Shares outstanding, assuming the Offering of 2,000,000 Shares is completed, no Agent's Options are exercised, no Incentive Stock Options are exercised and that none of the above mentioned shareholders acquire any Shares under the Offering.

The Escrow Agreement provides that the escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if a holder of escrowed shares becomes bankrupt, his Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Shares. The Escrow Agreement further provides that upon the death of a holder of escrowed shares, his Shares will be released from escrow and certificates for the Shares will be delivered to the legal representative of the deceased shareholder.

Where escrowed shares are held by a non-individual (a "**holding company**"), each holding company will agree, pursuant to the Escrow Agreement, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Each holding company must also sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of such holding company.

Under the Escrow Agreement, 10% of the escrowed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released every six months thereafter (the last release being 36 months following the Initial Release).

If the Resulting Issuer meets the Exchange's Tier 1 Initial Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made an application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Shares acquired at a price below the Offering Price under this Prospectus has irrevocably authorized and directed the Trustee to immediately either cancel all of those escrowed Shares upon the issuance by the Exchange of a bulletin delisting our Shares, or if we apply for listing on NEX rather than be delisted, to:

- (a) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or
- (b) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the Offering Price.

### **Escrowed Securities on Qualifying Transaction**

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not

Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a “**Surplus Security Escrow Agreement**”).

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the rate of release of securities from escrow. In the case of the Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every six months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of the Resulting Issuer that will be a Tier 2 Issuer subject to a Surplus Escrow Agreement when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is six months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of the Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and an additional 25% of the escrowed securities being releasable every six months thereafter. In the case of the Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is six months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

#### **Escrowed Securities on Private Placement**

Securities issued pursuant to a private placement to Principals of the Corporation and the Resulting Issuer will generally be exempt from escrow requirements where:

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Exchange Policies; or
- (b) the private placement is announced concurrently with the Agreement in Principle, and
  - (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the Resulting Issuer,
  - (ii) if subscribers, other than Principals of the Corporation or the Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
  - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

#### **PRINCIPAL SHAREHOLDERS**

As of the date hereof, the following Persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares:



Name and Municipality of Residence	Type of Ownership	Number of Shares Held	Percentage held prior to Completion of Offering <sup>1</sup>	Percentage held on Completion of Offering <sup>2</sup>	Percentage Held after Offering, Assuming Exercise of all Options <sup>3</sup>
Mike Gillis Vancouver, BC	Direct	200,000	10.00%	5.00%	6.00%
Iqbal Boga Vancouver, BC	Direct	360,000	18.00%	9.00%	9.00%
Steve Smith Richmond, BC	Direct	360,000	18.00%	9.00%	9.00%
Zachery Dingsdale Cobourg, Ontario	Direct	360,000	18.00%	9.00%	9.00%
Mark Fekete Val-D'Or, Quebec	Direct	360,000	18.00%	9.00%	9.00%
Kenneth MacLeod West Vancouver, BC	Direct	360,000	10.00%	9.00%	9.00%

1. Based on 2,000,000 Shares outstanding.
2. Based on 4,000,000 Shares outstanding, assuming the Offering of 2,000,000 Shares is completed, no Agent's Options are exercised, no Incentive Stock Options are exercised and that none of the above mentioned shareholders acquires any Shares under the Offering.
3. Includes the 200,000 Agent's Options and the 400,000 Incentive Stock Options granted to our directors under the Option Plan.

Our Promoter, directors, senior officers, Insiders and Control Persons, collectively, own, directly or indirectly, 2,000,000 Shares, representing 100% of the number of Shares outstanding prior to giving effect to this Offering, and which will represent 50% (undiluted) following the Offering (assuming none of these Persons acquires any Common Shares under this Offering).

### **DIRECTORS, OFFICERS AND PROMOTER**

#### **Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers**

The following table sets out the names of our current directors, officers and Promoter, their municipalities of residence, their current positions with us, their principal occupations during the past five years, and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held <sup>2</sup>	Percentage Held Before Completion of Offering <sup>3</sup>	Percentage Held on Completion <sup>4</sup>
MIKE GILLIS Vancouver, BC <i>CEO, Director and Promoter from May 2, 2011</i>	Director of Tajiri Resources Corp. ("Tajiri") since January 2008; Vice-President of Tangent Management Corp., a financial public relations firm serving public companies, ("Tangent") since September 2003; and Consultant with ADT Security from September 2002 to March 2003.	200,000	10.00%	5.00%
IQBAL BOGA Vancouver, BC <i>CFO, Corporate Secretary, Director and Promoter from May 2, 2011</i>	CFO, Secretary and Director of Taku Gold Corp. ("Taku") since November 2003; CFO, Secretary and Director of Arrowhead Gold Corp. ("Arrowhead") (formerly Otish Energy Inc. and formerly Kakanda Development Corp.) since February 2011; CFO, Secretary	360,000	18.00%	9.00%

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held <sup>2</sup>	Percentage Held Before Completion of Offering <sup>3</sup>	Percentage Held on Completion <sup>4</sup>
	and Director of Tajiri since April 2011; Gravis Energy Corp. (“Gravis”) from August 24, 2007 to November 2009; and Owner, I.J. Boga, CA from September 1993 to August 2007.			
STEVE SMITH <sup>1</sup> Richmond, BC <i>Director from May 2, 2011</i>	Partner of Tangent, since March 2001; CEO and Director of Arrowhead since January 15, 2007; Director of Taku since November 2003; Director of Tajiri since January 2008; CEO and President of Gravis from August 24, 2007 to March 31, 2010.	360,000	18.00%	9.00%
ZACHERY DINGSDALE <sup>1</sup> Cobourg, Ontario <i>Director from May 2, 2011</i>	Partner of Tangent, since March 2001; Director of Arrowhead since January 15, 2007; CEO and Director of Taku since November 2003; Director of Tajiri since January 2008; Director of Hinterland Metal Inc. (“Hinterland”) since May, 2011; and director of Gravis from August 24, 2007 to September 2009.	360,000	18.00%	9.00%
MARK FEKETE Val-D’Or, Quebec <i>Director from May 2, 2011</i>	CEO and Director of Hinterland since January 15, 2007; VP Exploration and Director of Taku since November 2003; and Director of Arrowhead since April 2011.	360,000	18.00%	9.00%
KENNETH MACLEOD <sup>1</sup> West Vancouver, BC <i>Director from May 2, 2011</i>	Director of Taku since September 2010; and President, CEO and Director of Western GeoPower Corp. from December 2001 to September 2009.	360,000	18.00%	9.00%

1. A member of our audit committee. We do not have any other board committees. Each director holds office until the next annual meeting of shareholders.
2. All of these Common Shares are subject to escrow restrictions. See “*Escrowed Securities*”.
3. Based on 2,000,000 Shares outstanding.
4. Based on 4,000,000 Shares outstanding, no Agent’s Options are exercised, no Incentive Stock Options are exercised and assuming none of these individuals acquires any Shares under the Offering. Any Shares purchased by our directors and officers will be subject to escrow pursuant to Exchange Policies. See “*Escrowed Securities*”.

It is expected that initially, each of directors and officers will devote approximately 5% of their time to our affairs. Time actually spent will vary according to our needs from time to time.

None of our directors or officers is party to any employment, non-competition or confidentiality agreement with us.

In addition to any other requirements of the Exchange, the Exchange expects our management to meet a high management standard. Our directors and officers believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

***Mike Gillis (Age: 58)***  
***CEO and Director***

Mr. Gillis is director of Tajiri Resources Corp. (TSX-V TAJ), a mineral exploration company. He has implemented corporate communication programs and strategies in both the resource and technology sectors. He currently is Vice-President of Tangent Management Corporation and is involved in that company's financing and corporate development activities. Mike has completed the Mining and Mineral Exploration program at the British Columbia Institute of Technology.

***Iqbal Boga, C.A. (Age: 62)***  
***CFO, Secretary and Director***

Mr. Boga is a Chartered Accountant. He is currently the CFO, Secretary and a director of Arrowhead Gold Corp. (TSX-V AWH), Taku Gold Corp. (TSX-V TAK) and Tajiri Resources Corp. (TSX-V TAJ), each of which is a mineral exploration company. He was the sole practitioner of I.J. Boga, Chartered Accountant from 1993 to August 2007. He has acted as a director, Chief Financial Officer and Corporate Secretary for various Exchange-listed companies. Mr. Boga has been an officer and director of various capital pool companies, all of which completed Qualifying Transactions. He holds a Bachelor of Science (Hons) in Chemistry from the University of London, England and a Bachelor of Commerce (Hons) from the University of Windsor, Canada.

***Steve Smith (Age: 54)***  
***Director***

Mr. Smith brings over 22 years' experience in the financial markets. He is experienced in the areas of corporate management, corporate finance, public relations and administration. He has been CEO, President and a director of Arrowhead Gold Corp. (TSX-V AWH) since January 15, 2007, and has been a director of Taku Gold Corp. (TSX-V TAK), a mineral exploration company listed on the Exchange, since 2004, and has been a director of Tajiri Resources Corp. (TSX-V TAJ), mineral exploration company. Mr. Smith obtained his Bachelor of Arts (Economics) from the University of Toronto in 1982, and has completed the Canadian Securities Course and Canadian Investment Management Course Part 1. He is a partner in Tangent Management Corp., a financial public relations firm serving public companies. Previously, he was a Toronto-based stockbroker and Vice-President of a Vancouver based investor relations' company.

***Zachery Dingsdale (Age: 37)***  
***Director***

Mr. Dingsdale is a founder and director of Tangent Management Corp., a financial management firm that provides financial consulting and management services to publicly listed companies. He is President, CEO and director of Taku Gold Corp. (TSX-V TAK), a gold exploration company. He has also been a director of Arrowhead Gold Corp. since January 2007 and a director of Tajiri Resources Corp. (TSX-V TAJ), a mineral exploration company. Mr. Dingsdale has over 15 years' experience in the capital markets and has completed the Canadian Securities Course and The Mining and Mineral Exploration Program at the British Columbia Institute of Technology.

***Mark Fekete, B.Sc., P.Geo (Age: 48)***  
***Director***

Mr. Fekete is currently President of Hinterland Metals Inc., a mineral exploration company. He is VP Exploration and director of Taku Gold Corp. (TSX-V TAK), a gold exploration company and has been a director of Arrowhead Gold Corp. (TAX-V AWH). Mr. Fekete has had a 24-year career in the mineral exploration business, including an extensive history in Northern Canadian exploration. He is a registered Professional Geologist and a member of technical committee of various companies.

***Kenneth MacLeod (Age:61),  
Director***

Mr. MacLeod is currently director of Taku Gold Corp. (TSX-V TAK), a gold exploration company. As the former President, Chief Executive Officer and Director of Western GeoPower Corp. from December 2001 to September 2009, he brings substantial corporate leadership experience in international exploration to his role with the company. From 1980 to 2001, he served in senior roles with several resource companies operating in North America, Asia and Africa. He was also a Director of the Geothermal Resource Council (GRC), a U.S.-based professional educational association for the international geothermal community.

**Aggregate Ownership of Securities**

Upon the completion of the Offering, our directors and officers, as a group, will own, directly or indirectly, 2,000,000 Common Shares of the Corporation representing 50% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options or Incentive Stock Options and assuming no Common Shares are purchased by these individuals under the Offering).

**Audit Committee**

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), Exchange Policies, and applicable securities legislation, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. Our audit committee currently consists of Messrs. Smith, Boga and MacLeod.

**Other Reporting Issuers Experience**

The following table sets out the directors, officers and promoter(s) of the Corporation that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

<b>Name</b>	<b>Name of Reporting Issuer</b>	<b>Exchange or Market</b>	<b>Position</b>	<b>From</b>	<b>To</b>
<b>Mike Gillis</b>	Tajiri Resources Corp.	TSXV	Director	Jan 2009	present
<b>Iqbal Boga</b>	Gravis Energy Inc.	CNSX	Director	Aug 2007	Nov 2010
	Taku Gold Corp.	TSXV	Director, Secretary & CFO	Jan 2004	present
	Arrowhead Gold Corp.	TSXV	Director CFO & Secretary	Jan 2007 Feb 2011	Apr 2008 present
	Tajiri Resources Corp.	TSXV	Director, Secretary & CFO	Jan 2008	present
	KDC Energy Ltd.	TSXV	Director & CFO Director and CFO	Sept 2000 Dec 2003	Nov 2010 Jan 2007
	NovaDX Ventures Corp.	TSXV	CFO	Apr 2009	Jan 2010
	Sewell Ventures Inc.	OTCBB	Director	Apr 2007	Dec 2009
	Mosquito Cons. Gold Mines	TSXV	Director and CFO	April 2006	Nov 2008
	Shea Development	NASD (BB)	Director, CEO, CFO & Secretary	March 2006	March 2007
<b>Steve Smith</b>	Gravis Energy Inc.	CNSX	President & CEO Director Director	Aug 2007 Mar 2010	Mar 2010 Jan 2011
	Tajiri Resources Corp.	TSXV	Director	Jan 2008	present

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
	Arrowhead Gold Corp.	TSXV	Director, President & CEO	Jan 2007	present
	KDC Energy Ltd.	TSXV	Director President	Sept 2000 Dec 2003	Jan 2007 Jan 2007
	Taku Gold Corp.	TSXV	Director	Jan 2004	present
<b>Zachery Dingsdale</b>	Gravis Energy Inc.	CNSX	Director	Aug 2007	Sept 2010
	Tajiri Resources Corp.	TSXV	Director	Jan 2008	present
	Hinterland Metals	TSXV	Director	May 2011	present
	Arrowhead Gold Corp.	TSXV	Director	Jan 2007	present
	KDC Energy Ltd.	TSXV	Director President	Sept 2000 Dec 2003	Jan 2007 Jan 2007
	Taku Gold Corp.	TSXV	Director, President & CEO	Jan 2004	present
<b>Mark Fekete</b>	Taku Gold Corp.	TSXV	VP Exploration & Director	Jan 2004	present
	Arrowhead Gold Corp.	TSXV	Director	Jan 2007	present
	Hinterland Metal	TSXV	Director & President	Sept 2000	Jan 2007
<b>Kenneth MacLeod</b>	Taku Gold Corp.	TSXV	Director	Sept 2010	present
	Western GeoPower	TSXV	Director, President & CEO	Dec 2001	Sept 2009
	Arrowhead Gold Corp.	TSXV	Director	Jan 1994	Feb 2008

### Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation has, within the last 10 years, been a director, officer or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

### Penalties or Sanctions

No director, officer, Insider, Control Person or Promoter of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision.

### Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

### Conflicts of Interest

There are potential conflicts of interest to which some of the directors, officers, Insiders and Promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, Insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

## EXECUTIVE COMPENSATION

Except as otherwise disclosed in this Prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of our securities or any Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:
  - (i) salaries;
  - (ii) consulting fees;
  - (iii) management contract fees or directors' fees;
  - (iv) finder's fees;
  - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, we may reimburse Non-Arm's Length Parties for our reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

Our directors and officers may also be granted stock options from time to time. See "*Options to Purchase Securities*".

After Completion of the Qualifying Transaction, we may pay remuneration to our officers if the directors feel we are able to do so. Except for stock options, no remuneration is anticipated to be paid to our directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements will be made by us or by any party on our behalf, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

## PROMOTERS

Mike Gillis and Iqbal Boga can be considered our Promoters, having taken the initiative in founding and operating the Corporation. Upon the completion of the Offering, Mr. Gillis will own, directly or indirectly, 200,000 of our Common Shares representing 5% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options, Incentive Stock Options and assuming no Shares are purchased by Mr. Gillis under the Offering). Upon the completion of the Offering, Mr. Boga will own, directly or indirectly, 360,000 of our Common Shares representing 9% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options, Incentive Stock Options and assuming no Shares are purchased by Mr. Boga under the Offering). See "*Escrow Securities*" and "*Directors, Officers and Promoter*".

## DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 25% or \$0.025 per Share. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the us, and on the basis of there being 4,000,000 Shares issued and outstanding following completion of this Offering, and is set forth below:

Gross proceeds of prior share issues	\$ 100,000
Gross proceeds of this Offering	<u>\$ 200,000</u>
Total gross proceeds after this Offering	<u>\$ 300,000</u>

Offering Price per Share	\$0.100
Gross proceeds per Share after this Offering	\$0.075
Dilution per Share to subscriber	\$0.025
Percentage of dilution in relation to Offering Price	25%

### RISK FACTORS

**Investment in our Common Shares must be regarded as highly speculative due to the nature of our business and our present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Shares:**

1. We have not yet commenced commercial operations and have no assets other than cash. We have no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction.
2. Our directors and officers will only devote a portion of their time to our business and affairs and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.
3. Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25% or \$0.025 per Common Share, calculated as set forth under “*Dilution*” above.
4. There can be no assurance that an active and liquid market for the Common Shares will develop, and an investor may find it difficult to resell its Common Shares.
5. Until Completion of a Qualifying Transaction, we are not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.
6. We have only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that we will be able to identify a suitable Qualifying Transaction.
7. Even if a proposed Qualifying Transaction is identified, there can be no assurance that we will be able to successfully complete the transaction.
8. Completion of a Qualifying Transaction will be subject to a number of conditions including acceptance by the Exchange, and in the case of a Non-Arm’s Length Qualifying Transaction, Majority of the Minority Approval.
9. Unless a shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm’s Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by us of fair value for our Common Shares.
10. Upon public announcement of a proposed Qualifying Transaction, trading in our Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. Our Common Shares may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of our completing the proposed Qualifying Transaction.
11. Trading in our Common Shares may be halted at other times for other reasons, including without limitation, for failure by us to submit documents to the Exchange in the time periods required.
12. The Exchange will generally suspend trading in our Common Shares, delist us, or require us to trade on the NEX, in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date.
13. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

14. If our management resides outside of Canada or we identify a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any of our management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.
15. The Qualifying Transaction may be financed in all or in part by the issuance by us of additional securities and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation.
16. Subject to prior Exchange acceptance, we may be permitted to loan or advance up to an aggregate of \$250,000 of our funds on hand to a Target Company without requiring shareholder approval and there can be no assurance that we will be able to recover that loan.
17. If the Corporation does not make an election to be a “public corporation” for purposes of the Tax Act in the manner contemplated under “Eligibility for Investment,” adverse tax consequences may arise with respect to any Common Shares held in TFSAs or other deferred plans.

**As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on our management and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.**

#### **DIVIDEND RECORD AND POLICY**

We have not paid any dividends since incorporation and have no plans to pay dividends. Our directors will determine if and when dividends should be declared and paid in the future based on our financial position at the relevant time. All of our Common Shares are entitled to an equal share in any dividends declared and paid.

#### **LEGAL PROCEEDINGS**

We are not currently a party to any legal proceedings, nor are we currently contemplating any legal proceedings. Our management is currently not aware of any legal proceedings contemplated against the Corporation.

#### **RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT**

We are not a related or connected party (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*) to the Agent.

#### **RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS**

Certain legal matters relating to this Offering will be passed upon by Maitland & Company, Barristers and Solicitors, on our behalf, and by Irwin Lowy LLP, on behalf of the Agent. None of the partners or associates of Irwin Lowy LLP or Maitland & Company own any of our securities.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or will receive a direct or indirect interest in our property or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation or a Promoter of the Corporation.

#### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Our directors and officers have acquired Common Shares, and have been granted the Incentive Stock Options. See “*Principal Shareholders*” and “*Options to Purchase Securities*”.



## OTHER MATERIAL FACTS

To the knowledge of our management, there are no other material facts about the Common Shares being distributed that are not otherwise disclosed in this Prospectus, or are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares being distributed.

## AUDITORS

Our auditor is De Visser Gray LLP, Chartered Accountants, of 401 – 905 West Pender Street, Vancouver, BC.

## REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of our Common Shares is Computershare Investor Services, 510 Burrard Street, Vancouver, BC.

## MATERIAL CONTRACTS

The following are the material contracts entered into by us since the date of our incorporation:

- (a) Subscription agreements between us and each holder of Common Shares issued prior to the date of this Prospectus. See “*Prior Sales*”.
- (b) Registrar and Transfer Agent Agreement dated May 2, 2011 between us and the Transfer Agent.
- (c) Escrow Agreement made as of May 2, 2011, among us, the Trustee and certain of our shareholders. See “*Escrowed Securities*”.
- (d) Agency Agreement dated December 19, 2011 between us and the Agent. See “*Plan of Distribution*”.
- (e) Stock Option Plan.

Copies of the material contracts described above may be inspected at our registered office located at the offices of Maitland & Company, Suite 700, 625 Howe Street, Vancouver, BC, during normal business hours during the period of the distribution of the Common Shares being distributed under this Prospectus and for a period of 30 days thereafter.

## LIST OF EXEMPTIONS

The Corporation has not applied for or received any exemption from National Instrument 41-101 *General Prospectus Requirements*, regarding this Prospectus or the distribution of the Offered Shares under this Prospectus.

## ELIGIBILITY FOR INVESTMENT

In the opinion of Maitland & Company, our legal counsel, the Common Shares, if, as and when listed on a prescribed stock exchange (which includes Tier 2 of the Exchange), will be qualified investments under the *Income Tax Act* (Canada) for a trust governed by a registered retirement savings plan, a registered retirement income fund, a deferred profit sharing plan, a registered education savings plan or a tax-free savings account (collectively referred to as “**Deferred Income Plans**”). It is the position of the Canada Revenue Agency that shares are to be considered listed on a prescribed stock exchange only when an unqualified as opposed to conditional listing of the shares exists and the shares are posted for trading. We understand that it is the practice of the Exchange to conditionally list shares that have been issued pursuant to an initial public offering for up to 48 hours prior to the listing becoming unconditional. As a result, until all of the conditions for listing of our Common Shares have been satisfied and the Common Shares are posted for trading, they may not be qualified investments for Deferred Income Plans.

## PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in British Columbia, Alberta and Ontario, provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies

for rescission or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. **The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.**

#### **FINANCIAL STATEMENTS**

Attached to and forming part of this Prospectus are our audited financial statements for the period from incorporation on May 2, 2011 to October 31, 2011.

Financial Statements  
(Expressed in Canadian dollars)

**ZURI CAPITAL CORP.**

For the period from incorporation on May 2, 2011 to October 31, 2011

## **ZURI CAPITAL CORP.**

### **Management's Responsibility for Financial Reporting**

The accompanying financial statements of Zuri Capital Corp. were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in note 2 to the financial statements.

Management has established a system of internal control over the financial reporting process, which is designed to provide reasonable assurance that relevant and reliable information is produced.

The Board of Directors is responsible for reviewing and approving the financial statements, the accompanying Management's Discussion and Analysis and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee which is comprised of a majority of independent non-executive directors assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management as well as with the independent auditors to review the internal controls over the financial reporting process, the financial statements and the auditors' report. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Signed by

Mike Gillis

Chief Executive Officer

Ickbal Boga

Chief Financial Officer

November 14, 2011

## **Independent Auditors' Report**

### **To the Directors of Zuri Capital Corp.,**

We have audited the accompanying financial statements of Zuri Capital Corp., which comprise the statement of financial position as at October 31, 2011, the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on May 2, 2011 to October 31, 2011, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of Zuri Capital Corp. as at October 31, 2011 and its financial performance and its cash flows for the period from incorporation on May 2, 2011 to October 31, 2011 in accordance with International Financial Reporting Standards.



ZURI CAPITAL CORP.  
Statement of financial position  
As at October 31, 2011

	Notes	2011
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	4	\$ 83,137
Taxes receivable		860
		<u>83,997</u>
<b>Deferred financing costs</b>	5	28,939
		<u><b>TOTAL ASSETS</b></u>
		<b>\$ 112,936</b>
<b>EQUITY</b>		
Share capital	7	\$ 100,000
Deficit		(8,063)
		<u><b>TOTAL EQUITY</b></u>
		<b>91,937</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	6	20,999
		<u><b>TOTAL LIABILITIES</b></u>
		<b>20,999</b>
		<u><b>TOTAL EQUITY AND LIABILITIES</b></u>
		<b>\$ 112,936</b>

Nature and continuance of operations (Note 1)

APPROVED ON BEHALF OF THE BOARD:

Director:           *"Iqbal Boga"*            
Iqbal Boga

Director:           *"Mike Gillis"*            
Mike Gillis

ZURI CAPITAL CORP.  
Statement of comprehensive loss  
For the period from incorporation on May 2, 2011 to October 31, 2011

	<b>Notes</b>	<b>2011</b>
<b>EXPENSES</b>		
Professional fees	\$	8,000
Office and miscellaneous		63
		<u>8,063</u>
<b>LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>\$</b>	<b>(8,063)</b>
<b>LOSS PER COMMON SHARE - BASIC AND FULLY DILUTED</b>	<b>\$</b>	<b>(0.00)</b>

ZURI CAPITAL CORP.

Statement of changes in shareholders' equity

For the period from incorporation on May 2, 2011 to October 31, 2011

	Notes	Share capital		Deficit	Total
		Number of shares	Amount		
<b>Shares Issued</b>					
Comprehensive income (loss)		-	\$ -	\$ (8,063)	\$ (8,063)
Shares issued for cash by private placement	7	2,000,000	100,000	-	100,000
<b>Balance at October 31, 2011</b>		<b>2,000,000</b>	<b>\$ 100,000</b>	<b>\$ (8,063)</b>	<b>\$ 91,937</b>



ZURI CAPITAL CORP.

Statement of cash flows

For the period from incorporation on May 2, 2011 to October 31, 2011

	<b>2011</b>
<b>Operating activities</b>	
Loss for the period from operations	\$ (8,063)
Changes in non-cash working capital items:	
Taxes receivable	(860)
Accounts payable and accrued liabilities	8,260
<b>Net cash used in operating activities</b>	<b>(663)</b>
<b>Financing activities</b>	
Deferred financing costs	(16,200)
Proceeds on issuance of common shares	100,000
<b>Net cash generated by financing activities</b>	<b>83,800</b>
Increase in cash and cash equivalents for the period	83,137
Cash and cash equivalents, beginning of period	-
<b>Cash and cash equivalents, ending of period</b>	<b>\$ 83,137</b>

The Company incurred \$12,739 related to financing activities which were included in accounts payable and accrued liabilities.

**1. Nature and continuance of operations**

Zuri Capital Corp. (the "Company") is a private company incorporated on May 2, 2011, under the laws of the province of British Columbia, Canada. The head office, principal address and records office of the Company are located at 409 Granville Street, Suite 1450, Vancouver, British Columbia, Canada.

The Company's principal business, upon successful completion of the Initial Public Offering ("IPO") described in Note 11, will be to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a "Qualifying Transaction" ("QT") as defined in Policy 2.14 as issued by TSX Venture Exchange (the "Exchange").

These financial statements have been prepared on the assumption that the Company will be able to realize its assets and discharge liabilities in the ordinary course of operations rather than through a process of forced liquidation. The Company's continued operations as intended will ultimately be dependent upon its ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets, or business which is considered a QT. Such an acquisition will be subject to shareholder and regulatory approval.

Should the Company be unable to complete such a transactions, its ability to raise sufficient financing to maintain operations may be impaired and accordingly the Company may be unable to realize on the carrying value of its net assets.

Refer to Note 11.

**2. Significant accounting policies and basis of preparation**

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") for the Company's reporting period ended October 31, 2011

These financial statements were authorized for issue on November 14, 2011 by the directors of the Company.

***Basis of preparation***

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, functional currency of the Company.

***Significant accounting judgments, estimates and assumptions***

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the determination of the fair value measurements for financial instruments. Actual results may differ from those estimates and judgments.

**2. Significant accounting policies and basis of preparation (cont'd)**

***Deferred financing costs***

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

***Share-based payments***

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

***Financial instruments***

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Company of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss. Cash and cash equivalents are classified as fair value through profit and loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost. Accounts payable and accrued liabilities are classified as other liabilities.

2. **Significant accounting policies and basis of preparation** (cont'd)

**Financial instruments** (cont'd)

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

**Impairment of assets**

The carrying amount of the assets (which include property, plant and equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

**Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

**Income taxes**

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

**2. Significant accounting policies and basis of preparation (cont'd)**

***Income taxes (cont'd)***

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred income tax:**

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets or liabilities.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

**Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

**Loss per share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributed to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributed to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**Related party transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related party may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

**Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligations, provided that a reliable estimate can be made of the amount of the obligation. Provisions for environmental restoration, legal claims, onerous leases and other onerous commitments are recognized at the best estimates of the expenditures required to settle the Company's liability.

**2. Significant accounting policies and basis of preparation (cont'd)**

***Provisions (cont'd)***

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

**3. Accounting standards issued by not yet effective**

***Amendments to IFRS 7 "Financial Instruments: Disclosures"***

This amendment increases the disclosure required regarding the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period. This amendment is effective for annual periods beginning on or after July 1, 2011.

***New standard IFRS 9 "Financial Instruments"***

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". This new standard is effective for annual periods beginning on or after January 1, 2013.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

**4. Cash and cash equivalents**

The components of cash and cash equivalents are as follows:

	<b>October 31, 2011</b>
Cash at bank	\$ 83,137
	<b>\$ 83,137</b>

**5. Deferred financing costs**

The deferred financing costs consists of stock exchange, agency and other professional fees. This amount will be deducted against share capital when incurred.

**6. Accounts payable and accrued liabilities**

	<b>October 31, 2011</b>
Accounts payable and accrued liabilities	\$ 20,999
	<b>\$ 20,999</b>

**7. Share capital**

*a. Authorized share capital*

Unlimited number of common shares without par value.

*b. Issued share capital*

At October 31, 2011 there were 2,000,000 issued and fully paid common shares.

*c. Basic and diluted loss per share*

The calculation of basic and diluted loss per share for the period ended October 31, 2011 was based on the loss attributable to common shareholders of \$8,063 and the weighted average number of common shares outstanding of 2,000,000.

**8. Related party transactions**

There are no related party transactions during the period.

**9. Financial risk management**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at October 31, 2011:

	<b>Within one year</b>	<b>Between one and five years</b>	<b>More than five years</b>
Trade payables	20,999	-	-
	\$ 20,999	\$ -	\$ -

**9. Financial risk management (cont'd)**

***Foreign exchange risk***

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at October 31, 2011, all of the Company's cash is held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations.

***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal.

***Capital Management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any externally imposed capital requirements.

***Fair value***

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at October 31, 2011:

	As at October 31, 2011		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 83,136	\$ -	\$ -

**10. Income Taxes**

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

Loss for the period	\$ (8,063)
Expected income tax recovery	\$ (2,137)
Unrecognized benefits of non-capital losses	2,137
Total income tax recovery	\$ -



**10. Income Taxes (cont'd)**

The significant components of the Company's future income tax assets are as follows:

Future income tax assets	
Non-capital loss carry forwards	\$ 2,016
Valuation allowance	<u>(2,016)</u>
Net future income tax assets	<u>\$ -</u>

---

---

The Company has available for deduction against future taxable income non-capital losses of approximately \$8,063. These losses, if not utilized, will expire in 2031. Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

**11. Subsequent events**

The Company proposes to offer to the public, in the Provinces of British Columbia, Alberta and Ontario, an aggregate of 2,000,000 common shares at \$0.10 per share, to raise proceeds of \$200,000 before a 10% commission payable to the Agent. The Agent will also receive a \$10,000 corporate finance fee, be reimbursed for its reasonable expenses incurred pursuant to the Offering including legal fees, and be granted an option to acquire up to 200,000 common shares of the Company at \$0.10 per share for a two year period.

Concurrent with the completion of the above noted IPO, the Company's shares will be listed for trading on the Exchange as a Capital Pool Company pursuant to the Provision of Exchange Policy 2.4. The IPO will also qualify the granting to the officers and directors of the Company an aggregate of 400,000 options to purchase common shares of the Company at \$0.10 per share, exercisable for a period of five years from the date of the listing of the common shares on the Exchange.

## AUDITOR'S CONSENT

We have read the prospectus of Zuri Capital Corp. (the "Company") dated December 19, 2011 relating to the Company's Initial Public Offering of up to 2,000,000 common shares at \$0.10 per share for gross proceeds of \$200,000. We have complied with Canadian Generally Accepted Standards for auditors' involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the directors of the Company on the statement of financial position of the Company as at October 31, 2011 and the statement of comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation May 2, 2011 to October 31, 2011. Our report is dated November 14, 2011, except as to Note 11 which is as at December 19, 2011.

*"De Visser Gray LLP"*

Chartered Accountants  
Vancouver, British Columbia, Canada

December 19, 2011

**CERTIFICATE OF THE CORPORATION**

Dated: December 19, 2011

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, and Ontario .

*“Mike Gillis”*

---

MIKE GILLIS  
Chief Executive Officer

**On Behalf of the Board**

*“Steve Smith”*

---

STEVE SMITH

*“Kenneth MacLeod”*

---

KENNETH MACLEOD

**CERTIFICATE OF THE PROMOTER**

Dated: December 19, 2011

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, and Ontario.

*“Mike Gillis”*

---

MIKE GILLIS

*“Iqbal Boga”*

---

IQBAL BOGA

**CERTIFICATE OF THE AGENT**

Dated: December 19, 2011

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, and Ontario.

**FOSTER & ASSOCIATES FINANCIAL SERVICES INC.**

*“Tony Manning”*

Per: \_\_\_\_\_  
Tony Manning, President and CEO